

OPPENHEIMER HOLDINGS INC  
Form 8-K  
May 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): May 14, 2012**

**OPPENHEIMER HOLDINGS INC.**

(Exact Name of Registrant as Specified in its Charter)

*Commission File Number 1-12043*

**Delaware**  
(State of incorporation)

**98-0080034**  
(IRS Employer Identification No)

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**125 Broad Street, New York, NY 10004**

**(Address of Principal Executive Offices) (Zip Code)**

**(212) 668-8000**

**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT****ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

- (a) On May 14, 2012, Oppenheimer Holdings Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) in New York City.
- (b) At the Annual Meeting, the holders of the Company's Class B voting common stock (Class B Voting Stock) elected the seven directors named below to serve until their successors are elected and qualified. The votes for such persons were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
R. Crystal	96,656	0	0
W. Ehrhardt	96,656	0	0
M.A.M. Keehner	96,656	0	0
A.G. Lowenthal	96,656	0	0
K.W. McArthur	96,656	0	0
A.W. Oughtred	96,656	0	0
E.K. Roberts	96,656	0	0

In addition, at the Annual Meeting, the holders of the Company's Class B Voting Stock ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2012 fiscal year and authorized the Audit Committee to fix such auditor's remuneration with 96,656 votes for such proposal, 0 votes against, and 0 abstentions as to such proposal.

Further, at the Annual Meeting, the holders of the Company's Class B Voting Stock ratified the amendment to the Company's 2006 Equity Incentive Plan described in the proxy statement with 96,656 votes for such proposal, 0 votes against, and 0 abstentions as to such proposal.

- (c) Not applicable.
- (d) Not currently applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**Oppenheimer Holdings Inc.**

*Date: May 15, 2012*

*By: /s/ E.K. Roberts*

*E.K. Roberts*

*President and Treasurer*

*(Duly Authorized Officer and*

*Principal Financial Officer)*